

Code of Conduct

The purpose of this Code of Conduct is to provide you with guidelines to enable you to make the right choices and decisions during the course of your employment with the Company. The Code of Conduct does not limit or replace any fiduciary or legal obligations or duties placed upon you by law. It cannot address in detail every possible problem or decision you may face, but is intended to be a source of information and guidance to help you identify and address risk areas that you may encounter in your job. This Code of Conduct contains basic information about each of our policies. These policies may be supplemented by policies contained in your Employee Handbook, where applicable, but to the extent there is a conflict between the policies contained in this Code of Conduct and any other policy, the policies in this Code of Conduct shall control to the extent of the conflict.

The Policies

Compliance with Laws

You must comply with all laws, rules and regulations. If you have any questions concerning the legality of a proposed action or the scope of or interpretation of a law or regulation, contact your supervisor, human resources manager or the Law Department for guidance before taking any action.

Protection of Company Assets

You must protect the Company's assets, both tangible and intangible, and ensure their efficient use for legitimate Company purposes. Theft, carelessness and waste are unacceptable.

Confidentiality

You must hold information concerning pricing, products, services, new product development and other proprietary information or trade secrets in the strictest confidence. You must exercise care in dealing with such information to avoid inadvertent or inappropriate disclosure. You must not use confidential or proprietary information in any way other than as required in performing your employment duties.

Employment Policies

The Company is committed to the principles of equal employment opportunity and fostering a work environment in which all individuals are treated with respect and dignity. It is the Company's policy to ensure equal employment opportunity without discrimination or harassment on the basis of race, color, national origin, religion, sex, age, disability, or any other status protected by law.

Drug and Alcohol Free Workplace

The Scott Fetzer Company is committed to ensuring a drug and alcohol free workplace. All employees are prohibited from being under the influence of, manufacturing, cultivating, distributing, dispensing, possessing or using illegal drugs at all times. Included within this prohibition are lawful controlled substances that have been illegally

or improperly obtained. This policy does not prohibit the possession and proper use of lawfully prescribed drugs taken in accordance with the prescription. Employees are also prohibited from having any such illegal or unauthorized controlled substances in their system while at work.

All employees are prohibited from being under the influence of, distributing, dispensing, possessing or using any alcoholic beverage while at work, or on duty, or while in a Company supplied vehicle or vehicle used for Company purposes. Furthermore, lawful off-duty alcohol use must not interfere with an employee's job performance.

Accurate Books and Records

The Company is committed to compliance and this requires that we maintain accurate and complete records of all our business and financial transactions consistent with applicable record retention policies. Books and records must be maintained accurately, in reasonable detail and in accordance with generally accepted accounting principles. You may not fail to disclose factors or manipulate, falsify, misrepresent, or distort records or information. The Company's commitment to compliance requires that, from time to time, we conduct audits and investigations. Your complete cooperation and candor are required during these audits.

Safety

The Company is committed to providing a safe workplace for all employees. To protect your safety and the safety of other persons who are present at Company facilities you are required to follow carefully all safe work practices, rules and procedures.

Environmental Protection

The Company complies with all applicable environmental laws, rules and regulations. You are responsible for acting in an environmentally safe manner when carrying out your employment duties.

Accepting Gifts and Entertainment

To avoid the reality or the appearance of impropriety with current or prospective customers, vendors and consultants, you should observe the following guidelines when deciding whether or not to give or accept gifts or entertainment. You should not give or accept any gifts (merchandise, personal services or favors) that have more than a nominal value (\$50 is the maximum). You may never solicit gifts. You may not accept or give gifts of cash or securities. If you are faced with a situation where you cannot return a gift of more than nominal value and offering to pay for it would adversely affect continuing business relationships, you should immediately notify your supervisor who will determine what action is appropriate with respect to the donation to charity or other disposition of the gift. Modest and infrequent business entertainment in the form of lunches, dinners, theater events, sporting events, and the like is appropriate, provided it (1) is consistent with customary business practices, (2) is not excessive in value, (3) cannot be construed as a bribe or payoff and (4) does not violate any laws or regulations. Lavish entertainment is prohibited.

Conflicts of Interest

A conflict of interest may arise in any situation in which an employee's loyalties are divided between outside personal or business interests that, to some degree, are incompatible with the interests of the Company. You must avoid all conflicts of interest.

You may not engage in any other work that, because of the demands on your time or interest, interferes with your obligations or responsibilities to the Company. If you engage in work outside the Company, you may not use Company time, facilities, resources, or supplies for such work.

Unless approved in advance by your supervisor, you, nor your spouse, domestic partner or any other member of your immediate family, may directly or indirectly have a financial interest (whether as an investor, lender, employee or other service provider) in a competitor, or in a customer or supplier if you or your subordinates deal directly or indirectly with that customer or supplier in the course of your job with the Company.

Political Contributions

You are free to exercise your right to make political contributions with your personal funds within legal limits, unless such a contribution is otherwise prohibited by other Company policies. You may not donate Company funds or property to any political campaign, candidate or cause.

Insider Trading

Federal and state law and Company policy prohibit insider trading which means the making of an investment decision or providing information to another person for purposes of making an investment decision based on information gained through employment that is not generally available.

Antitrust Compliance

You must strictly comply with antitrust and competition laws around the world. These laws are very complex and violations can have serious consequences, including criminal penalties. You must be alert to avoid even the appearance of misconduct. You must avoid the following:

- Agreements with competitors regarding price, terms of sale, bidding terms (or whether or not to submit a bid), and allocation of markets, customers or territories;
- Setting your customer's prices
- Charging different prices for the same products to customers who compete with each other for those products; and
- Any other activity that restrains competition, whether by sellers or purchasers.

Foreign Corrupt Practices Act

To the extent you engage in transactions with entities or individuals outside of the United States, you must be familiar with and comply with the Foreign Corrupt Practices Act, which generally makes it unlawful to give anything of value to foreign government

officials, foreign political parties, party officials, or candidates for public office for the purposes of obtaining, or retaining, business.

Doing Business with the Government

If you are engaged in business with a governmental body or agency, you must avoid any actions which might be perceived as an attempt to influence public officials in the performance of their official duties. You may not give any gifts, favors or entertainment of any kind to government officials.

Bribery and Kickbacks

You may not give or accept bribes (payments made before business received), “kickbacks” (payments made after business is received) or other payments intended to influence the recipient’s decisions. Money, finder or brokerage fees, commissions, credit, gifts, gratuities or any other item of value can be considered a kickback or a bribe.

International Trade Controls

International transfers of equipment and technology may be subject to federal trade control laws and regulations which may prohibit such transfers or require pre-approval for such transfers.

You should also be aware federal trade control laws and regulations also prohibit transactions with certain individuals and individuals located in certain countries. If you engage in international transactions, contact the Law Department for further details regarding trade control laws and regulations.

Employee Responsibilities

It is your responsibility as an employee of the Company to understand the Code of Conduct. You have an obligation to seek assistance and clarification from your supervisor, human resources manager or the Law Department if you have questions about the application of any policy of the Code of Conduct. Failure to comply with this Code of Conduct (including failure to report a violation) will subject you to disciplinary measures up to and including dismissal.

How to Report a Violation

Scott Fetzer employees are expected to promptly report suspected violations of this Code of Conduct or of any applicable law by any Company employee or agent. These concerns should be raised with your supervisor, human resources representative, or the local management team. However, if you are not comfortable making a report to your supervisor, human resources representative, or the local management team, you may contact Scott Fetzer’s General Counsel and Ethics Leader David Lamb at 440-892-3053. You may make a report to the Ethics Leader/General Counsel without giving your name. As a last resort, or when you are not comfortable or it is not possible to report your concerns to local management or the Scott Fetzer Corporate Office, you may make a report by calling NAVEX Global at 1-800-261-8651. You are required to report

violations, without regard to the identity or position of the suspected offender. The Company will treat the information in a confidential manner (consistent with appropriate evaluation and investigation procedures) and will seek to ensure that no acts of retribution or retaliation will be taken against anyone for making a report. The Company will investigate reports of violations as appropriate. You should be aware that those conducting investigations are obligated to act in the best interests of the Company, and do not act as personal representatives or lawyers for employees. You are expected to cooperate in the investigation of reported violations.

Because failure to report criminal activity can itself be understood to condone the crime, we emphasize the importance of reporting. Failure to report knowledge of wrongdoing may result in disciplinary action against those who fail to report and is itself, a violation of the Code of Conduct.

The Code of Conduct reflects general principles to guide employees in making ethical decisions and is not intended to address, and indeed cannot address, every specific situation. As such, nothing in this Code of Conduct prohibits or restricts the Company from taking any disciplinary action on any matters pertaining to employee conduct, whether or not they are expressly discussed in this document. The Code of Conduct is not intended to create any expressed or implied contract with any employee or third party. In particular, nothing in this document creates any employment contract between the Company and any of its employees.

The Code of Conduct may be revised, changed or amended at any time by the Company.

Rev 8-2017